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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	x	Chapter 11
	:	
	:	
CELSIUS NETWORK, LLC, <i>et al.</i>,¹	:	Case No. 22-10964 (MG)
	:	
Debtors.	:	(Jointly Administered)
	x	

**FEE EXAMINER'S SUMMARY REPORT ON FEE REVIEW PROCESS AND THIRD
INTERIM FEE APPLICATIONS SCHEDULED FOR UNCONTESTED HEARING ON
NOVEMBER 30, 2023**

TO: THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

The Fee Examiner appointed in the above-captioned chapter 11 cases (the "Fee Examiner") submits this summary report (the "Summary Report") pursuant to the *Amended Order Appointing Independent Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Dkt. No. 1746] (the "Amended Fee Examiner Order"), and the *First Amended Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Dkt. No. 1745] (the "First Amended Interim Compensation Order"), recommending the Court's approval of the interim fees and expenses outlined on

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd. (1209); GK8 UK Limited (0893); and GK8 USA LLC (9450). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

the attached **Exhibit A**, as requested by the Retained Professionals² listed therein (the “Uncontested Applicants”) and adjusted with their consent.

PRELIMINARY STATEMENT

The Uncontested Applicants have reached agreement with the Fee Examiner, subject to the Court’s approval, to resolve their applications for fees and expenses primarily incurred during the “Third Interim Fee Period” (March 1, 2023 – June 30, 2023). These negotiated resolutions are consistent with the principles and standards the Fee Examiner has developed and applied to each interim fee application. The negotiated adjustments satisfy the Fee Examiner that the fees and expenses recommended for Court approval are both reasonable and necessary to the administration of these cases pursuant to 11 U.S.C. §330 and related authorities.

BACKGROUND

1. The details of the Fee Examiner’s appointment and the fee review process were outlined in detail in the *Fee Examiner’s Summary Report on Fee Review Process and First Interim Fee Applications Scheduled for Uncontested Hearing on April 18, 2023* [Dkt. No. 2387] (the “First Fee Examiner Summary Report”) and will not be repeated here.

THE THIRD INTERIM FEE REVIEW PROCESS

2. Most professionals filed applications for the Third Interim Fee Period on or around August 14, 2023 and began submitting fee and expense data pursuant to the Fee Protocol as outlined in the First Fee Examiner Summary Report. The Fee Examiner’s counsel immediately began importing the fee and expense information and communicating with Retained Professionals about any missing or improperly formatted items.

3. Godfrey & Kahn reviewed the applications using the process outlined in detail in the First Fee Examiner Summary Report and issued Confidential Letter Reports around September 28, 2023, once

² Capitalized terms not otherwise defined shall have the meanings set forth in the Fee Examiner and Interim Compensation Orders.

again inviting the Uncontested Applicants to respond to the issues identified. With the consent of the Retained Professionals, copies of all letter reports and exhibits were provided to the U.S. Trustee.

4. Counsel then communicated with each Uncontested Applicant, reviewed supplemental explanation or materials, discussed areas of concern, and engaged in constructive dialogue to address problems.

5. Counsel summarized each professional's response, conducted additional analysis where necessary, and presented all Retained Professional responses to the Fee Examiner with explanations, summaries, and recommendations for each Uncontested Applicant.

6. The Fee Examiner reviewed the Retained Professional responses and counsel's recommendations, conducted additional investigation where necessary, and ultimately approved each of the resolutions outlined on the attached Exhibit A.

GENERAL OBSERVATIONS AND COMMON ISSUES

7. The Fee Examiner continued to identify and quantify the issues outlined during the prior interim fee periods, including non-compensable time detail review, possible duplication of efforts, multiple attendance at hearings and meetings, and fee guideline non-compliance. *See* First Fee Examiner Summary Report at ¶¶ 15-22.

UNCONTESTED APPLICATIONS RECOMMENDED FOR COURT APPROVAL WITH ADJUSTMENTS

DEBTOR PROFESSIONALS

Kirkland & Ellis LLP and Kirkland & Ellis International LLP

8. On August 15, 2023, Kirkland & Ellis LLP, and Kirkland & Ellis International LLP ("K&E") filed the *Third Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Interim Fee Period from March 1, 2023 Through and Including June 30, 2023* [Dkt. No. 3306] and the *Amended Third Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Interim Fee Period from March 1, 2023 Through and Including*

June 30, 2023 [Dkt. No. 3318] (the “K&E Third Fee Application”), seeking \$19,139,094.50 in fees and \$317,264.53 in expenses.

9. During the Third Interim Fee Period, K&E continued to advise the Debtors on a variety of complex matters, including developing and implementing a whole-company sale and marketing process, securing a stalking-horse bid, conducting a month-long auction, filing the Debtors’ plan of reorganization and disclosure statement, and resolving significant issues regarding the treatment of customer claims.

10. The Fee Examiner’s Confidential Letter Report identified a number of areas of concern, including a potentially excessive number of attendees at hearings, vague entries, and overall staffing on certain matters.

11. After an extensive exchange of information and discussion, K&E either adequately explained the questioned matters or agreed to fee and expense adjustments to offset them.

12. The Fee Examiner now recommends Court approval of the K&E Third Fee Application, as adjusted and outlined on Exhibit A.

Latham & Watkins LLP

13. On August 14, 2023, Latham & Watkins LLP (“L&W”) filed the *Third Interim Application of Latham & Watkins LLP for Compensation for Services and Reimbursement of Expenses Incurred as Special Counsel to the Debtors for the Period from March 1, 2023 Through May 31, 2023* [Dkt. No. 3292] (the “L&W Third Fee Application”), requesting \$207,593.50 in fees and \$97.61 in expenses.

14. The Fee Examiner reviewed the L&W Third Fee Application within the larger context of the lengthy discussions with Latham about its work and its prior fee applications. *See Notice of Presentment of Proposed Supplemental Interim Compensation Order and Opportunity for Hearing* [Dkt. No. 3238] and *Supplemental Order Granting Applications for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First and Second Interim Compensation Periods from July 13, 2022 Through October 31, 2022 and November 1, 2022 Through*

February 28, 2023 [Dkt. No. 3437]. In light of that context, the Fee Examiner now recommends the Court's approval of the L&W Third Fee Application, as outlined on Exhibit A.

KE Andrews

15. On June 6, 2023, the Court entered the *Order (I) Authorizing the Retention and Employment of KE Andrews as Property Tax Services Provider Effective as of January 1, 2023, and (II) Granting Related Relief* [Dkt. No. 2753] (the "KE Andrews Retention Order"), providing that KE Andrews would receive a flat fee of \$75,000 for work on the Debtors' 2022 *ad valorem* taxes (to be paid at a rate of \$6,250 monthly in 2023) and a flat fee of \$300,000 for work on the Debtors' 2023 *ad valorem* taxes (to be paid at a rate of \$25,000 monthly in 2023).

16. On August 14, 2023, the Debtors filed the *First Interim Fee Application of KE Andrews as Property Tax Service Providers for the Debtors and Debtors in Possession, for Interim Allowance of Compensation for Professional Services Rendered from March 6, 2023 Through and Including June 30, 2023* [Dkt. No. 3301]³ (the "KE Andrews First Fee Application"), requesting \$187,500.00 in fees and no expenses. The fees requested comprise the first half of the overall flat fee of \$375,000.

17. The KE Andrews Retention Order states, at paragraph 7:

KE Andrews shall file monthly, interim, and final fee applications for the allowance of compensation for services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of this Court and consistent with the proposed compensation set forth in the Engagement Letter and Statement of Work. KE Andrews' fixed fees pursuant to the Engagement Letter and Statement of Work (and any supplemental engagement agreements or statements of work subsequently approved in these cases) shall be subject to the standard of review set forth in section 330 of the Bankruptcy Code.

This provision in the KE Andrews Retention Order suggests that KE Andrews was required to maintain contemporaneous records of time worked and fees charged, but KE Andrews did not maintain such

³ The caption of the KE Andrews First Fee Application erroneously states the start date of the compensation period as March 6, 2023. KE Andrews' retention was effective January 1, 2023, and the fees requested date to January 1, 2023. The Debtors also filed KE Andrews' monthly fee statements requesting compensation for January through May 2023 [Dkt. No. 2876] and June 2023 [Dkt. No. 3297].

records. When the Fee Examiner raised the issue, KE Andrews prepared a summary, by timekeeper and by month, of the services provided by each KE Andrews timekeeper.

18. While the timekeeper summary does not comply strictly with section 330's requirements, in light of the limited nature and scope of KE Andrews' work, the Fee Examiner is satisfied that the fees requested were reasonable and necessary based on the supplemental information provided. The Fee Examiner has asked that KE Andrews' subsequent interim and final fee applications include the required time detail. With the understanding that supporting data will be provided for all subsequent fee applications, the Fee Examiner now recommends Court approval of the KE Andrews First Fee Application, as outlined on Exhibit A.

Akin Gump Strauss Hauer & Feld LLP

19. On August 14, 2023, Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") filed the *Third Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP as Special Litigation Counsel to the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period March 1, 2023 Through and Including June 30, 2023* [Dkt. No. 3291] (the "Akin Gump Third Fee Application"), requesting \$3,276,242.10 in fees and \$91,832.77 in expenses.

20. During the Third Interim Fee Period as the Debtors' special litigation counsel, Akin Gump continued to represent the Debtors on specified significant and ongoing litigation matters, including the \$100 million dispute with Jason Stone, KeyFi, Inc. Akin Gump also reached and secured Court approval of a settlement with Prime Trust LLC for the return of approximately \$25 million in crypto assets.

21. The Confidential Letter Report identified a number of other issues, including excessive time spent drafting routine pleadings, paraprofessional work not properly delegated, and excessive time spent on fee application matters.

22. In response to the Confidential Letter Report, Akin Gump provided supplemental information to address some of the Fee Examiner's concerns and accepted adjustments to fees to offset

the financial impact of others. With these adjustments, the Fee Examiner now recommends Court approval of the Akin Gump Third Fee Application as adjusted and outlined on the attached **Exhibit A**.
Alvarez & Marsal North America, LLC

23. On August 14, 2023, Alvarez & Marsal North America, LLC (“**A&M**”) filed the *Third Application of Alvarez & Marsal North America, LLC as Financial Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from March 1, 2023 Through and Including June 30, 2023* [Dkt. No. 3302] (the “**A&M Third Fee Application**”), requesting \$7,229,896.00 in fees and \$12,458.59 in expenses.

24. During the Third Interim Fee Period, A&M assisted the Debtors in, among other things, negotiating the stalking-horse agreement and supporting the month-long auction that selected Fahrenheit as the plan sponsor.

25. The Fee Examiner’s Confidential Letter Report identified vague and/or block billed time, potentially excessive time spent on litigation support, and time spent monitoring other crypto bankruptcies. A&M responded with sufficient additional detail to address some of the Fee Examiner’s concerns and agreed to the downward adjustment of its requested fees and expenses with respect to others. The Fee Examiner is satisfied that the agreed adjustments address all identified issues and now recommends the approval of the A&M Third Fee Application as adjusted and outlined on **Exhibit A**.
Centerview Partners LLC

26. On August 14, 2023, Centerview Partners LLC (“**Centerview**”) filed the *Third Interim Fee Application of Centerview Partners LLC, as Investment Banker to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period March 1, 2023 Through June 30, 2023* [Dkt. No. 3303] (the “**Centerview Third Fee Application**”), seeking \$1 million in flat monthly fees and \$1,000.20 in expenses.

27. Retained pursuant to 11 U.S.C. §328(a), Centerview is exempt from many traditional bankruptcy billing requirements. See First Fee Examiner Summary Report at ¶¶ 44-45. Nonetheless, the

Fee Examiner evaluates Centerview's fee applications to ensure that its fees are consistent with those of comparable flat fee financial professionals and that its expenses comply with all applicable guidelines.

28. During the Third Interim Fee Period, Centerview continued its marketing of the Debtors' retail platform, assisted with the selection of NovaWulf as the plan sponsor, launched a sale process for the Debtors' mining operations, and supported the Debtors in the preparation of the sale process, the valuation of the Debtors' mining business, and the negotiations with Core Scientific.

29. Consistent with the modified section 330 reasonableness standard, *see id.*, the Fee Examiner verified that Centerview's bills conform with the timekeeping practices of similarly situated flat fee professionals.

30. The Fee Examiner now recommends the Court's approval of the Centerview Third Fee Application, as outlined on **Exhibit A**.

Ernst & Young, LLP

31. On August 14, 2023, Ernst & Young LLP ("EY LLP") filed the *Third Interim Fee Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses as Tax Compliance and Tax Advisory Services Provider for the Time Period March 1, 2023 Through June 30, 2023* [Dkt. No. 3280] (the "**EY LLP Third Fee Application**"), requesting \$254,941.00 in fees and no expenses.

32. The Fee Examiner issued a consolidated Confidential Letter Report to EY LLP, identifying instances of block billing and transitory timekeepers. EY LLP provided adequate explanation for some issues identified and accepted the Fee Examiner's proposed adjustments for others. With the negotiated adjustments outlined on **Exhibit A**, the Fee Examiner recommends Court approval of the EY LLP Third Fee Application.

Stout Risius Ross, LLC

33. On April 18, 2023, the Court entered the *Order (I) Authorizing the Retention and Employment of Stout Risius Ross, LLC as Valuation Advisor, Effective as of February 21, 2023, and (II) Granting Related Relief* [Dkt. No. 2498].

34. On May 31, 2023, Stout Risius Ross, LLC (“SRR”) filed the *First Interim Fee Application of Stout Risius Ross, LLC as Valuation Advisors for the Debtors and Debtors in Possession, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from February 21, 2023 Through and Including February 28, 2023* [Dkt. No. 2733] (the “SRR First Fee Application”), corresponding to the Second Interim Fee Period, requesting \$108,685.00 in fees and no expenses.

35. On August 15, 2023, SRR filed the *Second Application of Stout Risius Ross, LLC as Valuation Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from March 1, 2023 Through June 30, 2023* [Dkt. No. 3305], corresponding to the Third Interim Fee Period, requesting \$727,005.00 in fees and no expenses.

36. On August 31, 2023, SRR filed the *Amended and Restated Second Application of Stout Risius Ross, LLC as Valuation Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from March 1, 2023 Through June 30, 2023* [Dkt. No. 3410] (the “SRR Second Fee Application”), increasing the amount of its Third Interim Fee Period request to \$739,805.00 in fees and no expenses.

37. During the Second and Third Interim Fee Periods (corresponding to SRR’s first and second applications), SRR began work to determine the fair value of the Debtors upon emergence, including calculations of net value of certain of debtors’ assets.

38. In a consolidated letter report to SRR, the Fee Examiner identified certain block billing, vague time entries, routine invoicing, time increments, and potential inefficient staffing. In response, SRR provided satisfactory explanation of the issues identified or agreed to recommended adjustments to the requested fees to offset any potential overcharge to the estates.

39. With the stipulated adjustments, the Fee Examiner is satisfied that the SRR fee applications request reasonable fees for necessary valuation services and recommends the Court’s

approval of the SRR First Fee Application and SRR Second Fee Application on an interim basis, as adjusted and noted on Exhibit A.

OFFICIAL COMMITTEE OF UNSECURED CREDITORS' PROFESSIONALS

White & Case, LLP

40. On August 14, 2023, White & Case LLP ("White & Case") filed the *Third Interim Application of White & Case LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from March 1, 2023 Through June 30, 2023* [Dkt. No. 3296] (the "White & Case Third Fee Application"), requesting \$14,428,718.50 in fees and \$117,845.96 in expenses.

41. During the Third Interim Fee Period, White & Case continued to support the UCC by communicating with general unsecured creditors and advising the UCC on various matters in these cases, including the month-long auction and Fahrenheit sale.

42. The Fee Examiner's Confidential Letter Report identified some White & Case professionals with apparently minimal involvement during the Third Interim Fee Period or whose time entries did not comply with the guidelines. The Fee Examiner also identified minor non-compensable expenses. White & Case explained the roles of some questioned timekeepers and agreed to the disallowance of fees for others. White & Case accepted the Fee Examiner's proposed adjustments for guideline violations and agreed to the disallowance of all questioned expenses. With the negotiated adjustments outlined on Exhibit A, the Fee Examiner recommends Court approval of the White & Case Third Fee Application.

M3 Advisory Partners, LP

43. On August 14, 2023, M3 Advisory Partners, LP ("M3") filed the *Third Interim Fee Application of M3 Advisory Partners, LP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors for the Period of March 1, 2023, through June 30, 2023* [Dkt. No. 3300] (the "M3 Third Fee Application"), requesting \$4,368,928.00 in fees and \$10,857.40 in expenses.

44. During the Third Interim Fee Period, M3 analyzed and reported to the UCC on the Debtors' financial information, business plans, cash and crypto receipts and disbursements, and potential causes of action against insiders. M3 also analyzed and advised on proposed sale terms at the month-long auction.

45. The Fee Examiner's Confidential Letter Report questioned the time entries of several M3 timekeepers attending the auction, and isolated time entries that did not comply with the guidelines or were insufficiently detailed. The Fee Examiner also identified minor non-compensable expenses. M3 either provided explanation for the participation of apparently duplicative timekeepers or agreed to the disallowance of their fees and accepted the disallowance of non-compensable expenses. With these negotiated adjustments, the Fee Examiner recommends the M3 Third Fee Application for approval as outlined on Exhibit A.

Perella Weinberg Partners LP

46. On August 14, 2023, Perella Weinberg Partners LP ("PWP") filed the *Third Interim Fee Application of Perella Weinberg Partners LP for Compensation for Services Rendered and Reimbursement of Expenses as Investment Banker for the Official Committee of Unsecured Creditors of Celsius Network, LLC, et al., for the Period of March 1, 2023 through June 30, 2023* [Dkt. No. 3287] (the "PWP Third Fee Application"), requesting \$400,000.00 in flat monthly fees and \$49,719.49 in expenses.

47. Retained pursuant to 11 U.S.C. §328(a), PWP is exempt from many bankruptcy billing requirements. *See* First Fee Examiner Summary Report at ¶¶ 60-61. Nonetheless, the Fee Examiner evaluates PWP's fee applications to ensure that fees are consistent with those of comparable flat fee financial professionals and that requested expenses comply with all applicable guidelines.

48. During the Third Interim Fee Period, PWP continued its work analyzing the Debtors' finances and operations, communicating with and advising the UCC and its other professionals, attending hearings and committee meetings, analyzing reorganization scenarios, and evaluating bids at the month-long auction.

49. The Fee Examiner's Confidential Letter Report identified minor expense guideline issues necessitating adjustment or disallowance, to which PWP has agreed. Consistent with the modified section 330 reasonableness standard outlined in the PWP Retention Order, *see id.*, the Fee Examiner reviewed PWP's summary task descriptions and time records, confirming that they conform with the timekeeping practices of similarly situated flat fee professionals.

50. The Fee Examiner recommends the Court's approval of the PWP Third Fee Application, as outlined on **Exhibit A**.

Elementus, Inc.

51. On August 14, 2023, Elementus Inc. ("Elementus") filed the *Third Interim Application of Elementus Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Blockchain Forensics Advisor to the Official Committee of Unsecured Creditors of Celsius Network LLC., et. al., for the Period of March 1, 2023 through June 30, 2023* [Dkt. No. 3294] (the "Elementus Third Fee Application"), requesting \$343,785.00 in fees and \$151,326.80 in expenses.

52. As blockchain forensics advisor to the UCC, Elementus continued analyzing the Debtors' on-chain flow of funds and tracing intercompany transfers and transfers to insiders and other parties. Elementus also began work on the expert report of Max Galka.

53. The Fee Examiner's Confidential Letter report to Elementus identified a few billing errors and incomplete task descriptions, for which Elementus agreed to the Fee Examiner's requested disallowances or adequately addressed the Fee Examiner's concerns. With negotiated adjustments, the Fee Examiner recommends Court approval of the Elementus Third Fee Application as adjusted and outlined on **Exhibit A**.

Gornitzky & Co.

54. On August 14, 2023, Gornitzky & Co. ("Gornitzky") filed the *Second Interim Fee Application of Gornitzky & Co. for Compensation for Services Rendered and Reimbursement of Expenses as Israeli Counsel to the Official Committee of Unsecured Creditors for the Period of March 1, 2023*

Through June 30, 2023 [Dkt. No. 3295] (the “Gornitzky Second Fee Application”), corresponding to the Third Interim Fee Period. Gornitzky requests \$7,309.58 in fees and no expenses.

55. The Fee Examiner’s Confidential Letter Report made one minor observation about the time increments used to record certain time entries but did not identify a corresponding overstatement of fees. The Fee Examiner now recommends Court approval of the Gornitzky Second Fee Application, without adjustment, as outlined on Exhibit A.

Selendy Gay Elsberg PLLC

56. On August 14, 2023, Selendy Gay Elsberg PLLC (“Selendy Gay”) filed the *Second Interim Fee Application of Selendy Gay Elsberg PLLC for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period of March 1, 2023 Through June 30, 2023* [Dkt. No. 3298] (the “Selendy Gay Second Fee Application”), corresponding to the Third Interim Fee Period. Selendy Gay requests \$2,638,540.50 in fees and \$189,579.89 in expenses.

57. The Fee Examiner’s Confidential Letter Report identified guideline issues and potentially excessive time spent on engagement and retention matters, as well as questioned time spent on substantive consolidation briefing. In response to these observations, Selendy Gay provided supplemental information and explanation and agreed to deductions from requested fees in some instances. With the negotiated adjustments outlined on Exhibit A, the Fee Examiner recommends Court approval of the Selendy Gay Second Fee Application.

CHAPTER 11 EXAMINER PROFESSIONAL

Huron Consulting Services LLC

58. On August 15, 2023, Huron Consulting Services LLC (“Huron”) filed the *Third Interim Fee Application of Huron Consulting Services LLC as Financial Advisor to the Examiner for the Period from March 1, 2023, through and including March 31, 2023* [Dkt. No. 3309] (the “Huron Third Fee Application”), requesting \$52,093.00 in fees and \$607.07 in expenses for the final month of the Chapter 11 Examiner’s engagement.

59. During the Third Interim Fee Period, Huron prepared its own fee applications.

60. The Fee Examiner did not identify any areas of concern, and now recommends the Huron Third Fee Application for Court approval, as filed and without adjustment, as noted on **Exhibit A**.

NOTICE

61. Pursuant to ¶7(b) of the Amended Fee Examiner Order, the filing of this report on the Court's Electronic Case Filing System shall be deemed suitable notice to all interested parties of the Fee Examiner's findings and conclusions. A copy of this report is available on the website of the Debtors' notice and claims agent at <https://cases.stretto.com/celsius>. The Fee Examiner submits that, in light of the nature of this report, no other or further notice need be given.

CONCLUSION

WHEREFORE, the Fee Examiner respectfully requests the entry of an order, substantially in the form annexed hereto as **Exhibit B**, granting the relief requested and such other and further relief as the Court may deem just and proper.

Dated: November 20, 2023.

GODFREY & KAHN, S.C.

Counsel for Fee Examiner

By /s/ Katherine Stadler

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EXHIBIT A

In re: Celsius Network LLC, et al.
NYSB Case No. 22-10964 (MG)

Exhibit A

Second - Third Interim Fee Period Applications

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustment	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustment	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Second Interim Fee Period (November 1, 2022 - February 28, 2023)							
1 Stout Risius Ross, LLC [Dkt. No. 2733] <i>Valuation Advisors for the Debtors</i>	2/21/2023 - 2/28/2023	\$ 108,685.00	\$ 845.00	\$ -	\$ -	\$ 107,840.00	\$ -
Third Interim Fee Period (March 1, 2023 - June 30, 2023)							
2 Akin Gump Strauss Hauer & Feld LLP [Dkt. No. 3291] <i>Special Litigation Counsel to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 3,276,242.10	\$ 76,380.32	\$ 91,832.77	\$ 5,501.40	\$ 3,199,861.78	\$ 86,331.37
3 Alvarez & Marsal North America, LLC [Dkt. No. 3302] <i>Financial Advisors to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 7,229,896.00	\$ 34,131.60	\$ 12,458.59	\$ -	\$ 7,195,764.40	\$ 12,458.59
4 Centerview Partners LLC [Dkt. No. 3303] <i>Investment Banker to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 1,000,000.00	\$ -	\$ 1,000.20	\$ -	\$ 1,000,000.00	\$ 1,000.20
5 Elementus Inc. [Dkt. No. 3294] <i>Blockchain Forensics Advisor to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 343,785.00	\$ 7,960.00	\$ 151,326.80	\$ 2,150.20	\$ 335,825.00	\$ 149,176.60
6 Ernst & Young LLP [Dkt. No. 3280] <i>Tax Compliance, Tax Advisory and Financial Accounting Advisory Services Provider to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 254,941.00	\$ 5,832.50	\$ -	\$ -	\$ 249,108.50	\$ -
7 Gornitzky & Co. [Dkt. No. 3295] <i>Israeli Counsel to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 7,309.58	\$ -	\$ -	\$ -	\$ 7,309.58	\$ -
8 Huron Consulting Services LLC [Dkt. No. 3309] <i>Financial Advisor to the Examiner</i>	3/1/2023 - 3/31/2023	\$ 52,093.00	\$ -	\$ 607.07	\$ -	\$ 52,093.00	\$ 607.07
9 KE Andrews [Dkt. No. 3301] <i>Property Tax Service Providers to the Debtors</i>	1/1/2023 - 6/30/2023	\$ 187,500.00	\$ -	\$ -	\$ -	\$ 187,500.00	\$ -
10 Kirkland & Ellis LLP and Kirkland & Ellis International LLP [Dkt. No. 3318] <i>Counsel to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 19,139,094.50	\$ 376,322.96	\$ 317,264.53	\$ 4,119.66	\$ 18,762,771.54	\$ 313,144.87
11 Latham & Watkins LLP [Dkt. No. 3292] <i>Special Counsel to the Debtors</i>	3/1/2023 - 5/31/2023	\$ 207,593.50	\$ -	\$ 97.61	\$ -	\$ 207,593.50	\$ 97.61
12 M3 Advisory Partners, LP [Dkt. No. 3300] <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 4,368,928.00	\$ 1,125.00	\$ 10,857.40	\$ 181.07	\$ 4,367,803.00	\$ 10,676.33
13 Perella Weinberg Partners LP [Dkt. No. 3287] <i>Investment Banker for the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 400,000.00	\$ -	\$ 49,719.49	\$ 443.16	\$ 400,000.00	\$ 49,276.33
14 Selendy Gay Elsberg PLLC [Dkt. No. 3298] <i>Co-Counsel to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 2,638,540.50	\$ 6,018.95	\$ 189,579.89	\$ 524.57	\$ 2,632,521.55	\$ 189,055.32
15 Stout Risius Ross, LLC [Dkt. No. 3410] <i>Valuation Advisors for the Debtors</i>	3/1/2023 - 6/30/2023	\$ 739,805.00	\$ 4,135.00	\$ -	\$ -	\$ 735,670.00	\$ -
16 White & Case, LLP [Dkt. No. 3296] <i>Counsel for the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 14,428,718.50	\$ 211,583.45	\$ 117,845.96	\$ 725.70	\$ 14,217,135.05	\$ 117,120.26

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	X	Chapter 11
	:	
	:	
CELSIUS NETWORK, LLC, <i>et al.</i> , ¹	:	Case No. 22-10964 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: Dkt. Nos. 2733, 3280, 3287, 3291,
	:	3292, 3294, 3295, 3296, 3298, 3300,
	:	3301, 3302, 3303, 3309, 3318, and 3410
	:	
	X	

**THIRD OMNIBUS ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FOR THE SECOND AND THIRD INTERIM FEE
PERIODS FROM NOVEMBER 1, 2022 THROUGH
FEBRUARY 28, 2023 AND MARCH 1, 2023 THROUGH JUNE 30, 2023**

Upon consideration of the applications for allowance of interim compensation and reimbursement of expenses incurred during the period from November 1, 2022 through February 28, 2023 (the “**Second Interim Fee Period**”) and March 1, 2023 through June 30, 2023 (the “**Third Interim Fee Period**” and together, the “**Compensation Period**”) indicated as “Recommended for Approval” on the attached **Exhibit A** (Dkt. Nos. 2733, 3280, 3287, 3291, 3292, 3294, 3295, 3296, 3298, 3300, 3301, 3302, 3303, 3309, 3318, and 3410) (together, the “**Uncontested Applications**”), filed pursuant to the *First Amended Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained*

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd. (1209); GK8 UK Limited (0893); and GK8 USA LLC (9450). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

Professionals and (II) Granting Related Relief [Dkt. No. 1745] (the “**Interim Compensation Order**”); the *Amended Order Appointing Independent Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professional* [Dkt. No. 1746] (the “**Fee Examiner Order**”); and pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and a hearing having been held before this court to consider the Uncontested Applications on November 30, 2023; and the Court having reviewed the Uncontested Applications and/or the summary report filed by the Fee Examiner with respect to the Uncontested Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Uncontested Applications was adequate under the circumstances; and (c) all parties with notice of the Applications have been afforded the opportunity to be heard on the Uncontested Applications, and upon the full record of all proceedings in this case; and sufficient cause having been shown therefor, it is hereby;

ORDERED THAT:

1. Each Uncontested Application is granted on an interim basis, to the extent set forth on the attached **Exhibit A**.
2. Each of the Uncontested Applicants is allowed (a) interim compensation for services rendered during the Compensation Period and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Period, each in the respective amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, except as otherwise indicated on **Exhibit A**, each of the Uncontested Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Period.

4. All fees and expenses allowed herein shall be subject to final allowance by the Court without regard to whether such amounts have been paid to the Applicant.

5. This Order shall be deemed a separate order with respect to each of the Interim Applications. Any stay of this Order pending appeal with respect to any one Uncontested Application shall only apply to the Uncontested Applicant that is the subject of such appeal and shall not operate to stay the applicability and/or finality of this Order with respect to any other Uncontested Application.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this order.

IT IS SO ORDERED.

Dated: November __, 2023.
New York, New York

Martin Glenn
Chief United States Bankruptcy Judge

EXHIBIT A

In re: Celsius Network LLC, et al.
NYSB Case No. 22-10964 (MG)

Exhibit A

Second - Third Interim Fee Period Applications

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustment	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustment	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Second Interim Fee Period (November 1, 2022 - February 28, 2023)							
1 Stout Risius Ross, LLC [Dkt. No. 2733] <i>Valuation Advisors for the Debtors</i>	2/21/2023 - 2/28/2023	\$ 108,685.00	\$ 845.00	\$ -	\$ -	\$ 107,840.00	\$ -
Third Interim Fee Period (March 1, 2023 - June 30, 2023)							
2 Akin Gump Strauss Hauer & Feld LLP [Dkt. No. 3291] <i>Special Litigation Counsel to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 3,276,242.10	\$ 76,380.32	\$ 91,832.77	\$ 5,501.40	\$ 3,199,861.78	\$ 86,331.37
3 Alvarez & Marsal North America, LLC [Dkt. No. 3302] <i>Financial Advisors to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 7,229,896.00	\$ 34,131.60	\$ 12,458.59	\$ -	\$ 7,195,764.40	\$ 12,458.59
4 Centerview Partners LLC [Dkt. No. 3303] <i>Investment Banker to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 1,000,000.00	\$ -	\$ 1,000.20	\$ -	\$ 1,000,000.00	\$ 1,000.20
5 Elementus Inc. [Dkt. No. 3294] <i>Blockchain Forensics Advisor to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 343,785.00	\$ 7,960.00	\$ 151,326.80	\$ 2,150.20	\$ 335,825.00	\$ 149,176.60
6 Ernst & Young LLP [Dkt. No. 3280] <i>Tax Compliance, Tax Advisory and Financial Accounting Advisory Services Provider to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 254,941.00	\$ 5,832.50	\$ -	\$ -	\$ 249,108.50	\$ -
7 Gornitzky & Co. [Dkt. No. 3295] <i>Israeli Counsel to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 7,309.58	\$ -	\$ -	\$ -	\$ 7,309.58	\$ -
8 Huron Consulting Services LLC [Dkt. No. 3309] <i>Financial Advisor to the Examiner</i>	3/1/2023 - 3/31/2023	\$ 52,093.00	\$ -	\$ 607.07	\$ -	\$ 52,093.00	\$ 607.07
9 KE Andrews [Dkt. No. 3301] <i>Property Tax Service Providers to the Debtors</i>	1/1/2023 - 6/30/2023	\$ 187,500.00	\$ -	\$ -	\$ -	\$ 187,500.00	\$ -
10 Kirkland & Ellis LLP and Kirkland & Ellis International LLP [Dkt. No. 3318] <i>Counsel to the Debtors</i>	3/1/2023 - 6/30/2023	\$ 19,139,094.50	\$ 376,322.96	\$ 317,264.53	\$ 4,119.66	\$ 18,762,771.54	\$ 313,144.87
11 Latham & Watkins LLP [Dkt. No. 3292] <i>Special Counsel to the Debtors</i>	3/1/2023 - 5/31/2023	\$ 207,593.50	\$ -	\$ 97.61	\$ -	\$ 207,593.50	\$ 97.61
12 M3 Advisory Partners, LP [Dkt. No. 3300] <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 4,368,928.00	\$ 1,125.00	\$ 10,857.40	\$ 181.07	\$ 4,367,803.00	\$ 10,676.33
13 Perella Weinberg Partners LP [Dkt. No. 3287] <i>Investment Banker for the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 400,000.00	\$ -	\$ 49,719.49	\$ 443.16	\$ 400,000.00	\$ 49,276.33
14 Selendy Gay Elsberg PLLC [Dkt. No. 3298] <i>Co-Counsel to the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 2,638,540.50	\$ 6,018.95	\$ 189,579.89	\$ 524.57	\$ 2,632,521.55	\$ 189,055.32
15 Stout Risius Ross, LLC [Dkt. No. 3410] <i>Valuation Advisors for the Debtors</i>	3/1/2023 - 6/30/2023	\$ 739,805.00	\$ 4,135.00	\$ -	\$ -	\$ 735,670.00	\$ -
16 White & Case, LLP [Dkt. No. 3296] <i>Counsel for the Official Committee of Unsecured Creditors</i>	3/1/2023 - 6/30/2023	\$ 14,428,718.50	\$ 211,583.45	\$ 117,845.96	\$ 725.70	\$ 14,217,135.05	\$ 117,120.26